

HARBOR BRANCH OCEANOGRAPHIC INSTITUTE

FOUNDATION

MINUTES

Governance Committee Meeting

April 20, 2018

Held at the Harbor Branch Oceanographic Institute Foundation Conference Room

PRESENT: Michael O'Reilly*; Marjorie Raines*; Bill Stewart, Chair; Mike Toner*

ABSENT: Michael Minton

ALSO PRESENT: Katha Kissman*, President & CEO; Debbie Dutton, Director of Operations

*participated virtually

Call to Order

The meeting was called to order by Chair Stewart at 3:35 pm.

Approval of Minutes

The motion to approve the minutes from the March 16, 2018 meeting passed unanimously.

Report on the Annual CEO Performance Evaluation Process

Following an email in advance from Bill Stewart, on March 26, 2018 Debbie Dutton sent an invitation to Board Members to participate in the FY17 Performance Evaluation of CEO Katha Kissman via SurveyMonkey. It was noted that the survey should be completed by Friday, April 11, 2018.

The Governance Committee had elected to alter the format of the survey for this review. The Committee's decision was based on the challenges which the CEO has faced arising out of the Foundation's dispute with FAU. The Chairman decided not to provide the CEO with performance goals for FY17 other than to continue to best serve the Foundation in the same manner as she has in the past.

The survey presented two questions to be answered in narrative form:

- A. In what ways do you feel our CEO's performance in fiscal year 2017 has served the Foundation well?

- B. Do you have any concerns about our CEO's performance in the fiscal year 2017 that you would like to identify?

Board Members were asked to remember that this exercise was a performance review and to restrict comments to performance issues rather than offer opinions on substantive issues which the Foundation faced which may be the subject of future Board discussions. To help Board members prepare, each was provided with copies of the CEO's Position Description and HBOIF Operations Reports since her last evaluation. They were also reminded that answers will be provided in an attributable (not anonymous) manner. All comments will be included in the report that will go to the Board Chair O'Reilly and the CEO.

Chair Stewart reported that there were 8 out of 10 possible responses received. Results were overwhelmingly positive for the CEO's performance under difficult circumstances with Board Members wanting to show their strong support for the CEO.

Chair O'Reilly reviewed the results with Katha Kissman and alerted the Finance Committee with the results for budget consideration. This will be provided in a summary report at the May 1, 2018 Board meeting.

Discussion for Recommendation

Chair Stewart raised the discussion about previous Board action taken at its January 23, 2014 meeting, which designated an ex officio non-voting seat on the Board of the Foundation, for the Executive Director of the Institute, whether acting, interim or actual. He noted that with the lawsuit with FAU, it was awkward for the sitting Interim Executive Director, an employee of FAU, to serve on our Board at this time. All Board meetings are public and the HBOI Executive Director is always welcome and encouraged to attend in order to facilitate communication. Actual membership on the Board is not necessary for that communication to occur. A motion was approved unanimously to forward a recommendation to the Board to rescind the January 23, 2014 action at the May 1, 2018 Board meeting.

Adjournment

There being no further business, the meeting was adjourned at 3:50 pm.